

EXHIBIT A

RENEWAL NO. 1
For
Equipment Schedule No. 1093
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")

ORIGINAL

And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

First American Capital Management Group, Inc. ("Lessor")

Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease Agreement identified above ("Agreement"), said Agreement and this Schedule No. 1093 being collectively referred to as "Lease".


The Lessee hereby agrees to extend the Basic Term for the Equipment described herein pursuant to the terms and conditions of the Lease, except as modified herein.

- A. Equipment: Equipment subject to Equipment Schedule No. 1093, as further described on the Attached Annex A (the "Renewal Equipment")
- B. Financial Terms
1. Capitalized Lessor's Cost: \$38,170.00
 2. Equipment Location: General Motors Corporation
Delphi Chassis Systems
Dock 101/3100 Needmore Rd.
Dayton, OH 45414
Montgomery County
 3. Renewal Term Lease Rate Factor/Dollars: 1.294% / \$493.92
 4. Renewal Term (Number of Months): 12
 5. Renewal Term Commencement Date: June 1, 2004
 6. Renewal Term Termination Date: The date the Lessee returns the items of Renewal Equipment to Lessor in the condition required by the Lease upon not less than 90 days prior written notice, but in no event earlier than May 31, 2005.
- C. Term and Rent
1. Renewal Term Rent: Commencing on the Renewal Term Commencement Date, and on the last day of each month thereafter (each, a "Rent Payment Date") during the Renewal Term, Lessee shall pay as rent ("Renewal Term Rent") the product of the Renewal Term Lease Rate Factor times the Capital Lessor's Cost of all Equipment on this Renewal.

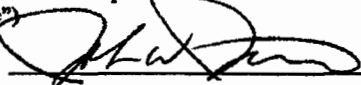
Except as expressly modified hereby, all terms and provisions of the Lease shall remain in full force and effect. This Renewal is not binding or effective with respect to the Lease or Equipment until executed on behalf of Lessor and Lessee by authorized representatives of Lessor and Lessee, respectively.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Renewal to be executed by their duly authorized representatives.

IBJ Whitehall Business Credit Corporation, as Assignee of
First American Capital Management Group, Inc.
("Lessor")

By: 
Name: Hirofumi Sugano
Title: President

Delphi Corporation as Assignee of
General Motors Corporation
("Lessee")

By: 
Name: John W. Jarrett
Title: Purchasing Manager

Federal I.D. Number: 38-0572515

* Note: This is a Delphi asset

ANNEX A
To Renewal No. 1
For
Equipment Schedule No. 1093
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of
First American Capital Management Group, Inc. ("Lessor")

ORIGINAL

Equipment Location:
General Motors Corporation
Delphi Chassis Systems
Dock 101/3100 Needmore Rd.
Dayton, OH 45414
Montgomery County

Hyster

	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>	<u>QTY</u>	<u>COST PER UNIT</u>	<u>TOTAL COST</u>
DC	C098V04944V	E80XL2	1	\$38,170.00	\$38,170.00

- See Original Schedule 1093 Annex C for detailed description of equipment.

TOTAL EQUIPMENT COST: \$38,170.00

Initials:


Lessor


Lessee

RENEWAL NO. 2
For
Equipment Schedule No. 1093
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

23
asset 56591

ORIGINAL

First American Capital Management Group, Inc. ("Lessor")

Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease Agreement identified above ("Agreement"; said Agreement and this Schedule No. 1093 being collectively referred to as "Lease").

The Lessee hereby agrees to extend the Basic Term for the Equipment described herein pursuant to the terms and conditions of the Lease, except as modified herein.

- A. Equipment: Equipment subject to Equipment Schedule No. 1093, as further described on the Attached Annex A (the "Renewal Equipment")
- B. Financial Terms
1. Capitalized Lessor's Cost: \$30,165.00
 2. Equipment Location: General Motors Corporation
Delphi Saginaw Steering Systems
3900 Holland Rd.
Saginaw, MI 48601
Saginaw County
 3. Renewal Term Lease Rate Factor/Dollars: 1.132% ~~1.132%~~
 4. Renewal Term (Number of Months): 24
 5. Renewal Term Commencement Date: June 1, 2004
 6. Renewal Term Termination Date: The date the Lessee returns the items of Renewal Equipment to Lessor in the condition required by the Lease upon not less than 90 days prior written notice, but in no event earlier than May 31, 2006.
- C. Term and Rent
1. Renewal Term Rent: Commencing on the Renewal Term Commencement Date, and on the last day of each month thereafter (each, a "Rent Payment Date") during the Renewal Term, Lessee shall pay as rent ("Renewal Term Rent") the product of the Renewal Term Lease Rate Factor times the Capital Lessor's Cost of all Equipment on this Renewal.

Except as expressly modified hereby, all terms and provisions of the Lease shall remain in full force and effect. This Renewal is not binding or effective with respect to the Lease or Equipment until executed on behalf of Lessor and Lessee by authorized representatives of Lessor and Lessee, respectively.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Renewal to be executed by their duly authorized representatives.

IBJ Whitehall Business Credit Corporation, as Assignee of
First American Capital Management Group, Inc.
("Lessor")

By: Steven M. Robbins
Name: STEVEN M. ROBBINS
Title: VICE PRESIDENT

Delphi Corporation, as Assignee of
General Motors Corporation
("Lessee")

By: John W. Jarrett
Name: John W. Jarrett
Title: Purchasing Manager

Federal I.D. Number: 38-0572515

ANNEX A
To Renewal No. 2
For
Equipment Schedule No. 1093
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

ORIGINAL

First American Capital Management Group, Inc. ("Lessor")

Equipment Location:
General Motors Corporation
Delphi Saginaw Steering Systems
3900 Holland Rd.
Saginaw, MI 48601
Saginaw County

Hyster

	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>	<u>QTY</u>	<u>COST PER UNIT</u>	<u>TOTAL COST</u>
S2	C098V04861V	E80XL2	1	\$30,165.00	\$30,165.00

- See Original Schedule 1093 Annex C for detailed description of equipment.

TOTAL EQUIPMENT COST: \$30,165.00

Initials:


Lessor


Lessee

824.173.4

5662

1094 R2

RENEWAL NO. 2
For
Equipment Schedule No. 1094
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

ORIGINAL

First American Capital Management Group, Inc. ("Lessor")

Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease Agreement identified above ("Agreement"; said Agreement and this Schedule No. 1094 being collectively referred to as "Lease").

The Lessee hereby agrees to extend the Basic Term for the Equipment described herein pursuant to the terms and conditions of the Lease, except as modified herein.

- A. Equipment: Equipment subject to Equipment Schedule No. 1094, as further described on the Attached Annex A (the "Renewal Equipment")
- B. Financial Terms
1. Capitalized Lessor's Cost: \$30,530.00
 2. Equipment Location: General Motors Corporation
Delphi Chassis Systems
Dock 101/3100 Needmore Rd.
Dayton, OH 45414
Montgomery County
 3. Renewal Term Lease Rate Factor/Dollars: 1.294% / \$395.06
 4. Renewal Term (Number of Months): 12
 5. Renewal Term Commencement Date: September 1, 2004
 6. Renewal Term Termination Date: The date the Lessee returns the items of Renewal Equipment to Lessor in the condition required by the Lease upon not less than 90 days prior written notice, but in no event earlier than August 31, 2005.
- C. Term and Rent
1. Renewal Term Rent: Commencing on the Renewal Term Commencement Date, and on the last day of each month thereafter (each, a "Rent Payment Date") during the Renewal Term, Lessee shall pay as rent ("Renewal Term Rent") the product of the Renewal Term Lease Rate Factor times the Capital Lessor's Cost of all Equipment on this Renewal.

Except as expressly modified hereby, all terms and provisions of the Lease shall remain in full force and effect. This Renewal is not binding or effective with respect to the Lease or Equipment until executed on behalf of Lessor and Lessee by authorized representatives of Lessor and Lessee, respectively.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Renewal to be executed by their duly authorized representatives.

IBJ Whitehall Business Credit Corporation, as Assignee of
First American Capital Management Group, Inc.
("Lessor")

By: [Signature]
Name: Hirofumi Sugano
Title: President

Delphi Corporation as Assignee of
General Motors Corporation
("Lessee")

By: [Signature]
Name: John W. Jarrett
Title: Purchasing Manager

Federal I.D. Number: 38-0572515

** this is a Delphi asset*

ANNEX A
To Renewal No. 2
For
Equipment Schedule No. 1094
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of
First American Capital Management Group, Inc. ("Lessor")

ORIGINAL

Equipment Location:
General Motors Corporation
Delphi Chassis Systems
Dock 101/3100 Needmore Rd.
Dayton, OH 45414
Montgomery County

Hyster

	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>	<u>QTY</u>	<u>COST PER UNIT</u>	<u>TOTAL COST</u>
DC	D004D06443V	S80XL	1	\$30,530.00	\$30,530.00

- See Original Schedule 1094 Annex C for detailed description of equipment.

TOTAL EQUIPMENT COST: \$30,530.00

Initials:



Lessor



Lessee

824-022

RENEWAL NO. 1
For
Equipment Schedule No. 1137
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

ORIGINAL

First American Capital Management Group, Inc. ("Lessor")

Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease Agreement identified above ("Agreement", said Agreement and this Schedule No. 1137 being collectively referred to as "Lease").

The Lessee hereby agrees to extend the Basic Term for the Equipment described herein pursuant to the terms and conditions of the Lease, except as modified herein.

- A. Equipment: Equipment subject to Equipment Schedule No. 1137, as further described on the Attached Annex A (the "Renewal Equipment")
- B. Financial Terms
1. Capitalized Lessor's Cost: \$113,664.00
 2. Equipment Location: Delphi Corporation
Delphi Packard Electric Systems
Receiving Plant Dock 13
1265 North River Road
Warren, OH 44483
 3. Renewal Term Lease Rate Factor/Dollars: 1.0511% / \$1,194.72
 4. Renewal Term (Number of Months): 24
 5. Renewal Term Commencement Date: April 1, 2005
 6. Renewal Term Termination Date: The date the Lessee returns the items of Renewal Equipment to Lessor in the condition required by the Lease upon not less than 90 days prior written notice, but in no event earlier than March 31, 2007.
- C. Term and Rent
1. Renewal Term Rent: Commencing on the Renewal Term Commencement Date, and on the last day of each month thereafter (each, a "Rent Payment Date") during the Renewal Term, Lessee shall pay as rent ("Renewal Term Rent") the product of the Renewal Term Lease Rate Factor times the Capital Lessor's Cost of all Equipment on this Renewal.

Except as expressly modified hereby, all terms and provisions of the Lease shall remain in full force and effect. This Renewal is not binding or effective with respect to the Lease or Equipment until executed on behalf of Lessor and Lessee by authorized representatives of Lessor and Lessee, respectively.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Renewal to be executed by their duly authorized representatives.

IBJ Whitehall Business Credit Corporation, as Assignee of
First American Capital Management Group, Inc.
("Lessor")

By: [Signature]
Name: Hirofumi Supina
Title: President

Delphi Corporation, as Assignee of
General Motors Corporation
("Lessee")

By: [Signature]
Name: John W. Jarrett
Title: Purchasing Manager

Federal ID. Number: 38-0572515

* this is a Delphi asset

ANNEX A
To Renewal No. 1
For
Equipment Schedule No. 1137
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of
First American Capital Management Group, Inc. ("Lessor")

ORIGINAL

Equipment Location:
Delphi Corporation
Delphi Packard Electric Systems
Receiving Plant Dock 13
1265 North River Road
Warren, OH 44483

Crown

	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>	<u>QTY</u>	<u>COST PER UNIT</u>	<u>TOTAL COST</u>
P1	1A203955	RC3020-30	6	\$18,944.00	\$113,664.00
	1A203996				
	1A204010				
	1A204011				
	1A204019				
	1A204080				

- See Original Schedule 1137 Annex C for detailed description of equipment.

TOTAL EQUIPMENT COST: \$113,664.00

Initials:

Lessor


Lessee

824-23

Asset # 5719

RENEWAL NO. 1
For
Equipment Schedule No. 1180
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

ORIGINAL

First American Capital Management Group, Inc. ("Lessor")

Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease Agreement identified above ("Agreement", said Agreement and this Schedule No. 1180 being collectively referred to as "Lease").


The Lessee hereby agrees to extend the Basic Term for the Equipment described herein pursuant to the terms and conditions of the Lease, except as modified herein.

- A. **Equipment:** Equipment subject to Equipment Schedule No. 1180, as further described on the Attached Annex A (the "Renewal Equipment")
- B. **Financial Terms**
1. Capitalized Lessor's Cost: \$33,480.00
2. Equipment Location: General Motors Corporation
Delphi Saginaw Steering Systems
Plant 4 Cisco 44024
3900 Holland Rd.
Saginaw, MI 48601
Saginaw County
3. Renewal Term Lease Rate Factor/Dollars: 1.294% / \$433.23
4. Renewal Term (Number of Months): 12
5. Renewal Term Commencement Date: November 1, 2004
6. Renewal Term Termination Date: The date the Lessee returns the items of Renewal Equipment to Lessor in the condition required by the Lease upon not less than 90 days prior written notice, but in no event earlier than October 31, 2005.
- C. **Term and Rent**
1. Renewal Term Rent: Commencing on the Renewal Term Commencement Date, and on the last day of each month thereafter (each, a "Rent Payment Date") during the Renewal Term, Lessee shall pay as rent ("Renewal Term Rent") the product of the Renewal Term Lease Rate Factor times the Capital Lessor's Cost of all Equipment on this Renewal.

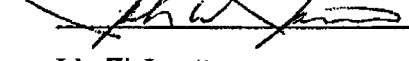
Except as expressly modified hereby, all terms and provisions of the Lease shall remain in full force and effect. This Renewal is not binding or effective with respect to the Lease or Equipment until executed on behalf of Lessor and Lessee by authorized representatives of Lessor and Lessee, respectively.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Renewal to be executed by their duly authorized representatives.

IBJ Whitehall Business Credit Corporation, as Assignee of
First American Capital Management Group, Inc.
("Lessor")

By: 
Name: Hirofumi Sugano
Title: President

Delphi Corporation as Assignee of
General Motors Corporation
("Lessee")

By: 
Name: John W. Jarrett
Title: Purchasing Manager

Federal LD. Number: 38-0572515

this is a Delphi asset

ANNEX A
To Renewal No. 1
For
Equipment Schedule No. 1180
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

ORIGINAL

First American Capital Management Group, Inc. ("Lessor")

Equipment Location:
General Motors Corporation
Delphi Saginaw Steering Systems
Plant 4 Cisco 44024
3900 Holland Rd.
Saginaw, MI 48601
Saginaw County

Hyster

	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>	<u>QTY</u>	<u>COST PER UNIT</u>	<u>TOTAL COST</u>
S2	G005D13568V	H90XL2S	1	\$33,480.00	\$33,480.00

- See Original Schedule 1180 Annex C for detailed description of equipment.

TOTAL EQUIPMENT COST:

\$33,480.00

Initials:


Lessor


Lessee

RENEWAL NO. 1
For
Equipment Schedule No. 1185
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

824-24

Asset # 5723

ORIGINAL

First American Capital Management Group, Inc. ("Lessor")

Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease Agreement identified above ("Agreement"; said Agreement and this Schedule No. 1185 being collectively referred to as "Lease").

The Lessee hereby agrees to extend the Basic Term for the Equipment described herein pursuant to the terms and conditions of the Lease, except as modified herein.

- A. Equipment: Equipment subject to Equipment Schedule No. 1185, as further described on the Attached Annex A (the "Renewal Equipment")
- B. Financial Terms
1. Capitalized Lessor's Cost: \$57,395.00
 2. Equipment Location: Delphi Corporation
Delphi Chassis Systems
2509 Hayes Avenue
Sandusky, OH 44870
Erie County
 3. Renewal Term Lease Rate Factor/Dollars: 1.2128% / \$696.09
 4. Renewal Term (Number of Months): 12
 5. Renewal Term Commencement Date: September 1, 2005
 6. Renewal Term Termination Date: The date the Lessee returns the items of Renewal Equipment to Lessor in the condition required by the Lease upon not less than 90 days prior written notice, but in no event earlier than August 31, 2006.
- C. Term and Rent
1. Renewal Term Rent: Commencing on the Renewal Term Commencement Date, and on the last day of each month thereafter (each, a "Rent Payment Date") during the Renewal Term, Lessee shall pay as rent ("Renewal Term Rent") the product of the Renewal Term Lease Rate Factor times the Capital Lessor's Cost of all Equipment on this Renewal.

Except as expressly modified hereby, all terms and provisions of the Lease shall remain in full force and effect. This Renewal is not binding or effective with respect to the Lease or Equipment until executed on behalf of Lessor and Lessee by authorized representatives of Lessor and Lessee, respectively.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Renewal to be executed by their duly authorized representatives.

IBJ Whitehall Business Credit Corporation, as Assignee of
First American Capital Management Group, Inc.
("Lessor")

By: [Signature]
Name: Hirofumi Sapano
Title: President

Delphi Corporation, as Assignee of
General Motors Corporation
("Lessee")

By: [Signature]
Name: John W. Jarrett
Title: Purchasing Manager

Federal ID. Number: 38-0572515

* this is a Delphi asset

ANNEX A
To Renewal No. 1
For
Equipment Schedule No. 1185
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of
First American Capital Management Group, Inc. ("Lessor")

ORIGINAL

Equipment Location:
Delphi Corporation
Delphi Chassis Systems
2509 Hayes Avenue
Sandusky, OH 44870
Erie County

Hyster

	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>	<u>QTY</u>	<u>COST PER UNIT</u>	<u>TOTAL COST</u>
SA	B024D05850W	S135XL2	1	\$57,395.00	\$57,395.00

- See Original Schedule 1185 Annex C for detailed description of equipment.

TOTAL EQUIPMENT COST: \$57,395.00

Initials:


Lessor


Lessee

824-28
824-28

RENEWAL NO. 1
For
Equipment Schedule No. 1205
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee

ORIGINAL

Of
First American Capital Management Group, Inc. ("Lessor")

Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease Agreement identified above ("Agreement"; said Agreement and this Schedule No. 1205 being collectively referred to as "Lease").

The Lessee hereby agrees to extend the Basic Term for the Equipment described herein pursuant to the terms and conditions of the Lease, except as modified herein.

- A. **Equipment:** Equipment subject to Equipment Schedule No. 1205, as further described on the Attached Annex A (the "Renewal Equipment")
- B. **Financial Terms**
1. **Capitalized Lessor's Cost:** \$40,945.00
 2. **Equipment Location:** General Motors Corporation
Delphi Saginaw Steering Systems
3900 E. Holland Rd.
Saginaw, MI 48601-9494
Saginaw County
 3. **Renewal Term Lease Rate Factor/Dollars:** 1.132% / \$463.50
 4. **Renewal Term (Number of Months):** 24
 5. **Renewal Term Commencement Date:** May 1, 2004
 6. **Renewal Term Termination Date:** The date the Lessee returns the items of Renewal Equipment to Lessor in the condition required by the Lease upon not less than 90 days prior written notice, but in no event earlier than April 30, 2006.
- C. **Term and Rent**
1. **Renewal Term Rent:** Commencing on the Renewal Term Commencement Date, and on the last day of each month thereafter (each, a "Rent Payment Date") during the Renewal Term, Lessee shall pay as rent ("Renewal Term Rent") the product of the Renewal Term Lease Rate Factor times the Capital Lessor's Cost of all Equipment on this Renewal.

Except as expressly modified hereby, all terms and provisions of the Lease shall remain in full force and effect. This Renewal is not binding or effective with respect to the Lease or Equipment until executed on behalf of Lessor and Lessee by authorized representatives of Lessor and Lessee, respectively.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Renewal to be executed by their duly authorized representatives.

IBJ Whitehall Business Credit Corporation, as Assignee of
First American Capital Management Group, Inc.
("Lessor")

By: Steven M. Robbins
Name: STEVEN M. ROBBINS
Title: VICE PRESIDENT

Delphi Corporation as Assignee of
General Motors Corporation
("Lessee")

By: John W. Jarrett
Name: John W. Jarrett
Title: Purchasing Manager

Federal I.D. Number: 38-0572515

* This is a Delphi asset

ANNEX A
To Renewal No. 1
For
Equipment Schedule No. 1205
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of
First American Capital Management Group, Inc. ("Lessor")

ORIGINAL

Equipment Location:
General Motors Corporation
Delphi Saginaw Steering Systems
3900 E. Holland Rd.
Saginaw, MI 48601-9494
Saginaw County

Hyster

	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>	<u>QTY</u>	<u>COST PER UNIT</u>	<u>TOTAL COST</u>
JE	G005D13580V	H110XL2	1	\$40,945.00	\$40,945.00

- See Original Schedule 1205 Annex C for detailed description of equipment.

TOTAL EQUIPMENT COST: \$40,945.00

Initials:


Lessor


Lessee

824,43.12

6054

6056

6057

1336 R1

RENEWAL NO. 1
For
Equipment Schedule No. 1336
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

ORIGINAL

First American Capital Management Group, Inc. ("Lessor")

Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease Agreement identified above ("Agreement"; said Agreement and this Schedule No. 1336 being collectively referred to as "Lease").


The Lessee hereby agrees to extend the Basic Term for the Equipment described herein pursuant to the terms and conditions of the Lease, except as modified herein.

- A. **Equipment:** Equipment subject to Equipment Schedule No. 1336, as further described on the Attached Annex A (the "Renewal Equipment")
- B. **Financial Terms**
1. **Capitalized Lessor's Cost:** \$21,991.00
 2. **Equipment Location:** General Motors Corporation
Delphi Harrison Thermal Systems
3600 Dryden Road
Moraine, OH 45439-1410
Montgomery County
 3. **Renewal Term Lease Rate Factor/Dollars:** 1.132% / \$248.98
 4. **Renewal Term (Number of Months):** 24
 5. **Renewal Term Commencement Date:** September 1, 2004
 6. **Renewal Term Termination Date:** The date the Lessee returns the items of Renewal Equipment to Lessor in the condition required by the Lease upon not less than 90 days prior written notice, but in no event earlier than August 31, 2006.
- C. **Term and Rent**
1. **Renewal Term Rent:** Commencing on the Renewal Term Commencement Date, and on the last day of each month thereafter (each, a "Rent Payment Date") during the Renewal Term, Lessee shall pay as rent ("Renewal Term Rent") the product of the Renewal Term Lease Rate Factor times the Capital Lessor's Cost of all Equipment on this Renewal.


Except as expressly modified hereby, all terms and provisions of the Lease shall remain in full force and effect. This Renewal is not binding or effective with respect to the Lease or Equipment until executed on behalf of Lessor and Lessee by authorized representatives of Lessor and Lessee, respectively.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Renewal to be executed by their duly authorized representatives.

IBJ Whitehall Business Credit Corporation, as Assignee of
First American Capital Management Group, Inc.
("Lessor")

By: 
Name: Hirofumi Sugano
Title: president

Delphi Corporation as Assignee of
General Motors Corporation
("Lessee")

By: 
Name: John W. Jarrett
Title: Purchasing Manager

Federal I.D. Number: 38-0572515

* This is a Delphi asset

ANNEX A
To Renewal No. 1
For
Equipment Schedule No. 1336
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of
First American Capital Management Group, Inc. ("Lessor")

ORIGINAL

Equipment Location:
General Motors Corporation
Delphi Harrison Thermal Systems
3600 Dryden Road
Moraine, OH 45439-1410
Montgomery County

Hyster

	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>	<u>QTY</u>	<u>COST PER UNIT</u>	<u>TOTAL COST</u>
DY	A454N01752W	W40XTC	1	\$13,725.00	\$13,725.00
	A218H04005W	W40XT	2	\$ 4,133.00	\$ 8,266.00
	A218H04006W				

- See Original Schedule 1336 Annex C for detailed description of equipment

TOTAL EQUIPMENT COST: \$21,991.00

Initials:


Lessor


Lessee

RENEWAL NO. 1

For
Equipment Schedule No. 1366
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of

ORIGINAL

First American Capital Management Group, Inc. ("Lessor")

Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease Agreement identified above ("Agreement"; said Agreement and this Schedule No. 1366 being collectively referred to as "Lease").

The Lessee hereby agrees to extend the Basic Term for the Equipment described herein pursuant to the terms and conditions of the Lease, except as modified herein.

- A. Equipment: Equipment subject to Equipment Schedule No. 1366, as further described on the Attached Annex A (the "Renewal Equipment")
- B. Financial Terms
1. Capitalized Lessor's Cost: \$112,100.00
 2. Equipment Location: General Motors Corporation
Saginaw Operations
2328 East Genesee
Saginaw, MI 48601
Saginaw County
 3. Renewal Term Lease Rate Factor/Dollars: 1.2128% / \$1,359.55
 4. Renewal Term (Number of Months): 12
 5. Renewal Term Commencement Date: November 1, 2005
 6. Renewal Term Termination Date: The date the Lessee returns the items of Renewal Equipment to Lessor in the condition required by the Lease upon not less than 90 days prior written notice, but in no event earlier than October 31, 2006.
- C. Term and Rent
1. Renewal Term Rent: Commencing on the Renewal Term Commencement Date, and on the last day of each month thereafter (each, a "Rent Payment Date") during the Renewal Term, Lessee shall pay as rent ("Renewal Term Rent") the product of the Renewal Term Lease Rate Factor times the Capital Lessor's Cost of all Equipment on this Renewal.

Except as expressly modified hereby, all terms and provisions of the Lease shall remain in full force and effect. This Renewal is not binding or effective with respect to the Lease or Equipment until executed on behalf of Lessor and Lessee by authorized representatives of Lessor and Lessee, respectively.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Renewal to be executed by their duly authorized representatives.

IBJ Whitehall Business Credit Corporation, as Assignee of
First American Capital Management Group, Inc.
("Lessor")

By: [Signature]
Name: Heidi Susan Supano
Title: President

Delphi Corporation, as Assignee of
General Motors Corporation
("Lessee")

By: [Signature]
Name: John W. Jarrett
Title: Purchasing Manager

Federal I.D. Number: 38-0572515

* Note: this is a Delphi asset

ANNEX A
To Renewal No. 1
For
Equipment Schedule No. 1366
To Master Lease Agreement dated as of May 1, 1995
Between
General Motors Corporation ("Lessee")
And
IBJ Whitehall Business Credit Corporation, as Assignee
Of
First American Capital Management Group, Inc. ("Lessor")

ORIGINAL

Equipment Location:
General Motors Corporation
Saginaw Operations
2328 East Genesee
Saginaw, MI 48601
Saginaw County

Hyster

	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>	<u>QTY</u>	<u>COST PER UNIT</u>	<u>TOTAL COST</u>
SM	F108V16716W F108V16717W F108V16718W F108V16719W F108V16739W	E65XM2	5	\$22,420.00	\$112,100.00

- See Original Schedule 1366 Annex C for detailed description of equipment.

TOTAL EQUIPMENT COST: \$112,100.00

Initials:

Lessor


Lessee